



# Union Tank Car Company

39 South LaSalle Street  
Chicago, Illinois 60603  
312/372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

4-331A011

No.

Date NOV 26 1984

Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF  
THE SECRETARY  
NOV 28 8 47 AM '84  
MOTOR OPERATING UNIT

RECORDATION NO. 7949 F  
Filed 1425

NOV 23 1984 - 8 25 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 7949 F  
Filed 1425

NOV 23 1984 - 8 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Pittsburgh National Bank, Pittsburgh National Bank Building, 5th Avenue at Wood Street, Pittsburgh, Pennsylvania 15265 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of June 1, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 15 railroad cars, identified with the initials UTCX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 30 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of June 1, 1975, which was recorded with your office on June 9, 1975, and assigned recordation number 7949. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



Page -2-  
November 9, 1984  
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A.B. Hillman". The signature is written in dark ink and is positioned below the typed name "A.B. Hillman".

## SCHEDULE A

## DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
15	LO	5701 Cuft.	UTCX 57525, 57526, 57527, 57528, 57529, 57530, 57531, 57532, 57533, 57534, 57535, 57536, 57537, 57538, 57539
15 Total			

## SCHEDULE B

## DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
10	Gondola	4,000 Cuft.	CN 199334, 199345, 199390, 199397, 199463, 199515, 199537, 199554 UNPX 102155, 102170
3	AARGBS	6,810 Cuft.	UTBX 10003, 10005, 10060
1	TA	13,500	UTLX 12936
1	TM	13,500	UTLX 12716
2	TA	14,000	UTLX 14516, 14519
2	TM	14,500	UTLX 12001, 14732
2	TM	16,000	UTLX 71564, 71568
2	TM	17,000	UTLX 72387, 72599
1	TM	20,000	UTLX 73892
2	TM	23,000	UTLX 72617, 72623
1	TM	23,500	UTLX 72834
<u>3</u>	TP	25,500	UTLX 28563, 28589, 28593

30 Total

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

11/26/84

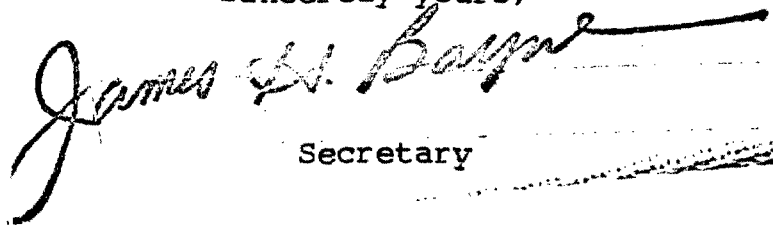
**OFFICE OF THE SECRETARY**

Arthur B. Hillman  
Union Tank Car Co.  
39 South LaSalle St.  
Chicago, Ill. 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/23/84 at 8:55am and assigned re-recording number(s). 7949-E & 7949-F

Sincerely yours,

  
Secretary

Enclosure(s)

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

REGISTRATION NO. 7949 E Filed 11/23/84  
NOV 23 1984 - 8 25 AM  
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 15th day of October, 1984, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 9th day of November, 1984.

Therese Grimm  
Notary Public

7/23/88

This THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 15, 1984 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and PITTSBURGH NATIONAL BANK, a national banking association, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of June 1, 1975 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 12) (the "Trust Certificates"), in aggregate principal amount of \$50,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; and

WHEREAS, the Company has filed with the Trustee its Request for a substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

## ARTICLE ONE

### Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

## ARTICLE TWO

### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE THREE

### Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended, without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

## ARTICLE FOUR

### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.



This Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Agreement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

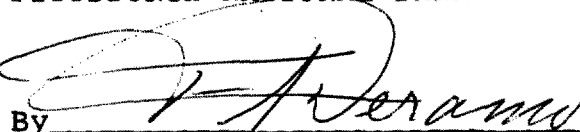
UNION TANK CAR COMPANY

By   
Executive Vice President


ATTEST:

  
Secretary

PITTSBURGH NATIONAL BANK

By   
Vice President

ATTEST:

  
J. A. South  
Assistant Vice President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 15th day of October, 1984, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Theresa D. [Signature]  
Notary Public

STATE OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ALLEGHENY )

MY COMMISSION EXPIRES July 23, 1988

On this 31st day of October, 1984, before me personally came F. J. DERAMO, to me known, who, being by me duly sworn, did depose and say that he resides at SEWICKLEY PENNSYLVANIA; that he is a VICE PRESIDENT of Pittsburgh National Bank, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Dorothy A. Liggett  
Notary Public

DOROTHY A. LIGGETT, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES JUNE 1, 1988  
Member, Pennsylvania Association of Notaries

## SCHEDULE A

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